

In re Sears Holdings Corp.

Week Cash Flow Forecast - Revised 13 Week DIP Model  
(\$ in Millions)

FISCAL MONTH	FY18 P10			FY18 P11				FY18 P12				FY19 P1		Total
Forecast / Actual	Forecast	13 Weeks Through 2/16/19												
Week Ending	11/24/18	12/1/18	12/8/18	12/15/18	12/22/18	12/29/18	1/5/19	1/12/19	1/19/19	1/26/19	2/2/19	2/9/19	2/16/19	
Fiscal Week	Week 42	Week 43	Week 44	Week 45	Week 46	Week 47	Week 48	Week 49	Week 50	Week 51	Week 52	Week 01	Week 02	
Post-Petition Week	Week 6	Week 7	Week 8	Week 9	Week 10	Week 11	Week 12	Week 13	Week 14	Week 15	Week 16	Week 17	Week 18	
Forecast Week	Week 42	Week 43	Week 44	Week 45	Week 46	Week 47	Week 48	Week 49	Week 50	Week 51	Week 52	Week 01	Week 02	Total
<b>I. OPERATING CASH FLOW</b>														
Total Operating Receipts	\$180	\$286	\$184	\$200	\$193	\$215	\$259	\$171	\$135	\$121	\$118	\$106	\$105	\$2,273
Operating Disbursements														
Merchandise Vendors	(119)	(91)	(85)	(95)	(85)	(51)	(53)	(62)	(58)	(56)	(57)	(61)	(62)	(935)
Payroll, Taxes, and Benefits	(30)	(68)	(38)	(60)	(32)	(58)	(31)	(40)	(27)	(25)	(41)	(29)	(36)	(514)
Occupancy <sup>1</sup>	(1)	(1)	(27)	(10)	(1)	(1)	(1)	(30)	(1)	(1)	(1)	(18)	(16)	(111)
Other Operating Disbursements	(65)	(83)	(87)	(64)	(76)	(76)	(72)	(74)	(60)	(71)	(55)	(60)	(50)	(893)
<b>Total Operating Disbursements</b>	<b>(215)</b>	<b>(243)</b>	<b>(237)</b>	<b>(228)</b>	<b>(194)</b>	<b>(185)</b>	<b>(157)</b>	<b>(206)</b>	<b>(146)</b>	<b>(153)</b>	<b>(155)</b>	<b>(168)</b>	<b>(164)</b>	<b>(2,453)</b>
<b>Total Operating Cash Flow</b>	<b>(\$35)</b>	<b>\$42</b>	<b>(\$53)</b>	<b>(\$29)</b>	<b>(\$1)</b>	<b>\$29</b>	<b>\$102</b>	<b>(\$34)</b>	<b>(\$11)</b>	<b>(\$32)</b>	<b>(\$36)</b>	<b>(\$62)</b>	<b>(\$59)</b>	<b>(\$180)</b>
<b>II. NON-OPERATING CASH FLOWS</b>														
Non-Operating Disbursements														
Capex	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(13)
Interest and Financing Fees <sup>2</sup>	(4)	(8)	(7)	(7)	(4)	(5)	(9)	(5)	(5)	(5)	(5)	(5)	(5)	(76)
<b>Total Non-Operating Disbursements</b>	<b>(5)</b>	<b>(9)</b>	<b>(8)</b>	<b>(8)</b>	<b>(5)</b>	<b>(6)</b>	<b>(10)</b>	<b>(6)</b>	<b>(6)</b>	<b>(6)</b>	<b>(6)</b>	<b>(6)</b>	<b>(6)</b>	<b>(89)</b>
<b>Total Business Cash Flow</b>	<b>(\$40)</b>	<b>\$33</b>	<b>(\$61)</b>	<b>(\$37)</b>	<b>(\$9)</b>	<b>\$24</b>	<b>\$96</b>	<b>(\$44)</b>	<b>(\$17)</b>	<b>(\$38)</b>	<b>(\$42)</b>	<b>(\$68)</b>	<b>(\$65)</b>	<b>(\$269)</b>
<b>Total Other Non-Operating Disbursements</b>	<b>(22)</b>	<b>(21)</b>	<b>(31)</b>	<b>(13)</b>	<b>(16)</b>	<b>(13)</b>	<b>(19)</b>	<b>(5)</b>	<b>(7)</b>	<b>(0)</b>	<b>(19)</b>	<b>0</b>	<b>0</b>	<b>(166)</b>
<b>Net Cash Flow Before Financing</b>	<b>(\$62)</b>	<b>\$12</b>	<b>(\$92)</b>	<b>(\$50)</b>	<b>(\$25)</b>	<b>\$11</b>	<b>\$78</b>	<b>(\$49)</b>	<b>(\$24)</b>	<b>(\$38)</b>	<b>(\$62)</b>	<b>(\$68)</b>	<b>(\$65)</b>	<b>(\$434)</b>
<b>III. LIQUIDITY</b>														
Beginning Cash Balance	\$224	\$161	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$224
Net Cash Flows Before Financing	(62)	12	(92)	(50)	(25)	11	78	(49)	(24)	(38)	(62)	(68)	(65)	(434)
Financing Cash Flow	0	(173)	92	50	25	(11)	(78)	49	24	38	62	68	65	211
<b>Ending Cash Balance</b>	<b>\$161</b>	<b>\$0</b>												
<b>Total Outstanding 1L - Beginning<sup>3</sup></b>	<b>1,543</b>	<b>1,543</b>	<b>1,295</b>	<b>1,311</b>	<b>1,261</b>	<b>1,187</b>	<b>\$1,176</b>	<b>\$1,098</b>	<b>\$1,147</b>	<b>1,144</b>	<b>1,128</b>	<b>1,151</b>	<b>1,166</b>	<b>\$1,543</b>
Financing Cash Flow	0	(173)	92	50	25	(11)	(78)	49	24	38	62	68	65	211
Jr. DIP (Draws)	0	(75)	(75)	(100)	(100)	0	0	0	0	0	0	0	0	(350)
Buyer Financing (Draws) <sup>4</sup>	0	0	0	0	0	0	0	0	(27)	(54)	(39)	(52)	(67)	(239)
<b>Total Outstanding 1L - Ending<sup>3</sup></b>	<b>\$1,543</b>	<b>\$1,295</b>	<b>\$1,311</b>	<b>\$1,261</b>	<b>\$1,187</b>	<b>\$1,176</b>	<b>\$1,098</b>	<b>\$1,147</b>	<b>\$1,144</b>	<b>\$1,128</b>	<b>\$1,151</b>	<b>\$1,166</b>	<b>\$1,165</b>	<b>\$1,165</b>
Junior DIP Balance	\$0	\$75	\$150	\$250	\$350	\$350	\$350	\$350	\$350	\$350	\$350	\$350	\$350	\$350
Buyer Financing Balance	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$27	\$81	\$120	\$172	\$239	
<b>Total Outstanding 1L - Ending<sup>3</sup></b>	<b>\$1,543</b>	<b>\$1,295</b>	<b>\$1,311</b>	<b>\$1,261</b>	<b>\$1,187</b>	<b>\$1,176</b>	<b>\$1,098</b>	<b>\$1,147</b>	<b>\$1,144</b>	<b>\$1,128</b>	<b>\$1,151</b>	<b>\$1,166</b>	<b>\$1,165</b>	
Line Cap <sup>5</sup>	\$1,577	\$1,471	\$1,429	\$1,384	\$1,350	\$1,328	\$1,277	\$1,157	\$1,144	\$1,128	\$1,151	\$1,166	\$1,165	
Ending Cash Balance	\$161	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	
Net Availability	34	176	118	123	163	152	180	10	0	0	0	0	0	
<b>Total Liquidity (Cash plus Availability)</b>	<b>\$195</b>	<b>\$176</b>	<b>\$118</b>	<b>\$123</b>	<b>\$163</b>	<b>\$152</b>	<b>\$180</b>	<b>\$10</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	<b>\$0</b>	

**Footnotes**

1. Excludes rent on rejected leases

2. Includes Interest on 1L and Cascade Loans and Financing Fees on Senior and Junior DIP facilities

3. Includes Sr. DIP Term Loan, Sr. DIP Revolver, Term Loan, Revolving Credit Facility, and Normal Course LC. All pre-petition 1L balances will be repaid with available cash immediately following the final order on 11/27.

4. Assumed loan that bridges the Company's net availability needs through the close of going concern sale

5. Adjusted Borrowing Base calculated using Revised Formula